

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

U.S. SECURITIES AND EXCHANGE COMMISSION,

Plaintiff,

-against-

HARBINGER CAPITAL PARTNERS LLC; PHILIP A.
FALCONE; AND PETER A. JENSON,

Defendants.

ECF CASE

Case No. 12-CIV-5028

DECLARATION OF MATTHEW S. DONTZIN

I, Matthew S. Dontzin, declare under penalty of perjury pursuant to 28 U.S.C. § 1746 the following:

1. I am a partner at The Dontzin Law Firm LLP, attorneys for Defendant Philip A. Falcone (“Falcone”) in the above-captioned matter. I make this declaration in support of Philip A. Falcone and Harbinger Capital Partner LLC’s contemporaneously filed Memorandum of Law in Support of Their Motion to Dismiss.

2. Attached as Exhibit 1 is a true and correct copy of the Term Sheet drafted by Sidley Austin LLP (“Sidley”) dated September 15, 2009.

3. Attached as Exhibit 2 is a true and correct copy of Sidley’s Draft Memorandum dated September 22, 2009.

4. Attached as Exhibit 3 is a true and correct copy of the Loan and Security Agreement entered into between Harbinger Capital Partners Special Situations Fund, L.P. (the “SSF”) and Philip Falcone dated October 14, 2009.

5. Attached as Exhibit 4 is a true and correct copy of the SSF's audited year-end financial statements dated March 12, 2010.

6. Attached as Exhibit 5 is a true and correct copy of the SSF's Amended and Restated Agreement of Limited Partnership dated August 1, 2006.

7. Attached as Exhibit 6 is a true and correct copy of the Limited Partnership Agreement of Harbinger Distressed Investment Fund, L.P. dated June 21, 2001.

8. Attached as Exhibit 7 is a true and correct copy of the Articles of Association of Harbinger Capital Partners Offshore Fund I, Ltd. adopted September 28, 2007.

Dated: November 30, 2012
New York, New York

THE DONTZIN LAW FIRM LLP

/s/ Matthew S. Dontzin

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